



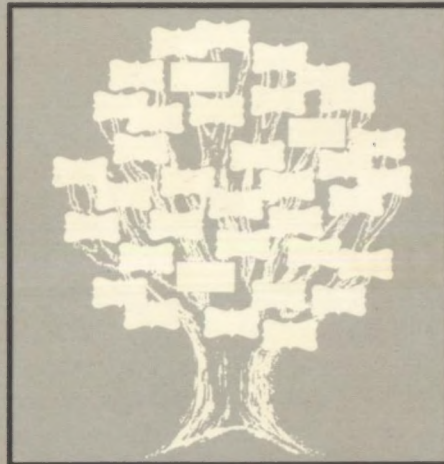
STOP & SHOP, INC.

BUSINESS INVE. DIV.  
CORPORATION FILE

ANNUAL REPORT

1961





#### OFFICERS

Sidney R. Rabb  
*Chairman of the Board and Treasurer*  
 Joseph Rabinovitz.....*President*  
 Irving W. Rabb  
*Vice-President and General Manager*  
 Norman S. Rabb.....*Senior Vice-President*  
 Lloyd D. Tarlin.....*Financial Vice-President*  
 Donald A. Gannon.....*Executive Vice-President*  
 Robert H. Kroeger.....*Vice-President*  
 Michael F. O'Connell.....*Vice-President*  
 Jacob Rabinovitz.....*Vice-President*  
 Richard F. Spears.....*Vice-President*  
 Ralph D. Tedeschi.....*Vice-President*  
 Max E. Bernkopf.....*Clerk*  
 Arthur L. Sherin.....*Assistant Clerk*  
 George P. Kane.....*Assistant Treasurer*

#### DIRECTORS

|                   |                   |
|-------------------|-------------------|
| William Applebaum | Sidney R. Rabb    |
| Max E. Bernkopf   | Jacob Rabinovitz  |
| Norman L. Cahners | Joseph Rabinovitz |
| Donald A. Gannon  | Arthur L. Sherin  |
| Irving W. Rabb    | Sidney L. Solomon |
| Norman S. Rabb    | Lloyd D. Tarlin   |

#### TRANSFER AGENTS

The First National Bank of Boston  
 Bankers Trust Company of New York

#### REGISTRARS OF STOCK

The National Shawmut Bank of Boston  
 Morgan Guaranty Trust Company of New York

#### AUDITORS

Peat, Marwick, Mitchell & Co.

#### GENERAL COUNSEL

Sherin & Lodgen, Boston.

Shares Traded on  
 Boston Stock Exchange and  
 American Stock Exchange

#### GENERAL OFFICES

393 D Street, Boston 10, Massachusetts





## ANNUAL REPORT for the year ended July 1, 1961

### COMPARATIVE HIGHLIGHTS

|                                    | 1961<br>52 WEEKS     | 1960<br>53 WEEKS     |
|------------------------------------|----------------------|----------------------|
| <b>SALES</b>                       | <b>\$295,373,211</b> | <b>\$266,207,295</b> |
| <b>EARNINGS</b>                    |                      |                      |
| Before taxes on income             | \$ 8,293,951         | \$ 8,013,550         |
| After taxes on income              | \$ 4,645,088         | \$ 4,281,088         |
| Cash dividends paid                | \$ 977,997           | \$ 764,547           |
| Cash dividends per share           | \$ .40               | \$ .40               |
| **Stock Distribution               | 25%                  | 25%                  |
| Reinvested in the business         | \$ 3,667,091         | \$ 3,516,541         |
| % of net earnings to sales         | 1.57%                | 1.61%                |
| Per share of stock now outstanding | \$ 1.73              | \$ 1.59              |
| Current Assets                     | \$ 27,271,444        | \$ 22,662,774        |
| Current Liabilities                | \$ 14,331,605        | \$ 13,070,910        |
| Working Capital                    | \$ 12,939,839        | \$ 9,591,864         |
| Current Ratio                      | 1.90                 | 1.73                 |
| Shareholders' Equity               | \$ 27,265,458        | \$ 23,233,220        |
| †Food Stores Opened and Acquired   | 21                   | 14*                  |
| †Food Stores Closed                | 7                    | 4*                   |
| †Food Stores in operation year end | 131                  | 117*                 |
| Employees                          | 9,735                | 8,041*               |

Note: All figures reflect the combined operation of Stop & Shop, Tedeschi and Bradlees-Youth Centre stores for both fiscal years except those marked with \* which are as reported last year.

\*\*The distribution for both years represents a stock split of 5 shares for 4.

†In addition 7 Youth Centre children's specialty shops and 6 Bradlees self-service, discount type junior department stores were acquired





SIDNEY R. RABB  
*Chairman of the Board*



JOSEPH RABINOVITZ  
*President*

### **To the shareholders, employees and friends of Stop & Shop**

In the fiscal year ending July 1, 1961 your company maintained its pattern of vigorous and continuous growth. This was in the face of the most intensive price competition of the post war period which reduced our normal profit margins.

The twelve month period marks another year in which we are able to report record highs in sales, earnings, physical expansion, and growth of our people. This is graphically illustrated in the charts on the following pages.

The 1961 fiscal year was one of growth and acquisitions. The advantages of these acquisitions will bear fruit in the years ahead.

### **Sales and Earnings**

The figures for the 1960 and 1961 fiscal years have been restated to reflect the operations of the Tedeschi stores acquired April 10, 1961, and the operations of the Bradlees-Youth Centre Stores acquired on May 8, 1961. This is in accordance with the "Pooling of Interests" principle of accounting.

Sales for the 52 weeks of the 1961 fiscal year reached an all-time high of \$295,373,211 compared with \$266,207,295 in the 53 weeks of 1960, a gain of 11%. The consumer's price index at the end of this fiscal year showed a drop of 3.3 points from the same period of last year. Thus, it was necessary to handle a substantially greater amount of food tonnage in order to achieve our sales figures.

Net income after taxes was \$4,645,088 compared with \$4,281,088 in 1960, a gain of 8.5%. This was equal to \$1.73 per share, compared to \$1.59 last year, computed for both years on the basis of 2,691,293 shares outstanding on July 1, 1961.

The intensive competition faced by your company during the last half of our fiscal year adversely affected earnings. Consistent with our traditional policy, we reacted promptly with an aggressive program of reduced prices to retain our customer patronage. Of course, there is a reduction in normal margins during such a period.

This intensive competition has added impetus to our efforts to achieve an even greater degree of efficiency in operating and merchandising techniques. In addition, the full benefits of our Tedeschi and Bradlees-Youth Centre acquisitions have yet to be realized.

The 1961 Fortune Magazine Directory once again listed Stop & Shop as one of the fifty largest merchandising firms in the country. On the basis of our annual sales as reported in 1960 (excluding the Tedeschi and Bradlees-Youth Centre acquisitions) we ranked 3rd in net profit as a percent of invested capital. Our current sales volume places us among the top fifteen food retailers in the country.

### **Distribution to Shareholders**

On August 25, 1961, your directors declared a 3% stock dividend payable on November 1, 1961, to shareholders of record October 9, 1961.

During the fiscal year, four quarterly dividends of ten cents each were paid. The quarterly dividend rate was maintained following the stock distribution of one additional share for each four held on November 1, 1960. This had the effect of increasing a shareholder's income from dividends, in fiscal 1961, by 25% over the previous year.

It has been the company's policy to pay a conservative quarterly cash dividend, supplemented in each of the past ten years by stock dividends or other stock distributions, in order to retain a substantial portion of its annual earnings as a source of funds to finance expansion. It is expected that this dividend policy will be maintained.

A public distribution of 625,000 shares of com-



mon stock was made last November by certain shareholders. This offering has resulted in a broader base of ownership, a wider geographical distribution of shareholders throughout the country, and much more active trading than in previous years.

It is interesting to note that a share of stock purchased on July 1, 1950 for \$16.50, with stock distributions, grew to 9.44 shares on June 30, 1961 worth \$431.88 at the June 30 market price of \$45.75 per share.

### **Physical Growth**

In fiscal 1961 we opened 14 food stores and acquired 20 stores of which seven are supermarkets, six are self-service discount-type junior department stores, and seven are children's specialty shops. This is the greatest number of stores added in any year. Eight of the new food stores are in Massachusetts, five in Connecticut, and one in Rhode Island. As in 1960, our heaviest concentration of new stores was in Connecticut-western Massachusetts area.

In August 1960, we purchased the Park 'N Shop in Greenfield, Mass., a large modern market similar to the type of store which we are presently opening.

The six Tedeschi Supermarkets were acquired in April. These stores, located in southeastern Mass. serve a trading area in which we were not well represented. Due to a high degree of customer acceptance, these markets have average sales per store among the very highest in the industry. These stores retain the Tedeschi name with integration proceeding in a series of planned moves to blend the best features of Stop & Shop into an already successful operation.

Although the primary interest of Stop & Shop is food retailing, we have observed closely the pattern of growth of discount junior department stores. Their rapid rise to popularity and their acceptance indicate that they have become an important factor in retail distribution. In their dynamic growth, they are similar to the development of supermarkets of a generation ago.

For this reason we acquired the thirteen Bradlees-Youth Centre Stores located in western Massachusetts and Connecticut. The six Bradlees

stores are large discount-type junior department stores — spacious, modern, and attractive. Five of these stores are located in the same shopping centers as our own markets. The seven Youth Centre stores are conventional-type service stores which carry a complete assortment of clothing requirements for infants and children. Youth Centre also operates these same departments in the Bradlees stores. All other departments in the Bradlees stores are operated by other companies on a lease basis. This acquisition allowed us to enter this field with a company closely allied to us in operations and geography, and with a nucleus of experienced people. It also offered an opportunity to strengthen our own business and expand in this fast-growing low-cost method of distribution. A new Bradlees store will open this fall in Danbury, Connecticut, and others are scheduled for shopping centers which include Stop & Shop stores.

At the end of the fiscal year, we operated 131 food stores of which 105 have been opened or acquired in the last ten years. Over 70% of our present volume is being done in the 80 stores opened or acquired in the last five years. The average sales per store this year rose to \$2,213,000, placing us among the leaders in our industry in this respect. During the past ten years we have become an entirely new company with a new customer image.

We are continuing our present rate of growth. Our plans for new store expansion for the current fiscal year are well underway. In the first five months of the new fiscal year we expect to open nine stores.

### **Additional Service Facilities**

Continued growth has made it necessary to expand our service facilities to meet the ever-increasing requirements of our growing business.

In the last two fiscal years we completed our Grocery Distribution Center at Readville, our Dairy Plant at the same site including laboratory facilities for quality control, and an addition to the office space at our Boston headquarters.

Construction is underway on a new Perishable Distribution Center and an office building for our Hartford Unit, on the 47 acre tract of land recently acquired in North Haven, Connecticut.



These facilities, designed to permit expansion, will serve our growing group of stores in Connecticut and western Massachusetts.

### **Real Estate Operations**

Our real estate subsidiaries continue to play an important role in our expansion and growth program. They have constructed nine of our fourteen new stores, and enlarged nine others.

Among their current projects are the new Perishable Distribution Center and office building in North Haven, Connecticut, and shopping centers at Falmouth, Lowell, Worcester, and Northampton in Massachusetts, all of which are in various stages of completion.

In addition, the real estate subsidiaries continue to build for other tenants adjacent to our own markets whenever practicable. This helps to increase our own customer traffic and, at the same time, reduces our occupancy costs. We now do approximately 51% of our business in stores owned by our subsidiaries.

Our plan of real estate financing enables the company to continue to acquire and develop new store locations through our real estate subsidiaries. The lease of the parent company supports the financing of the project by the subsidiary and the consolidated balance sheet liability of real estate debt is essentially the capitalization of our lease liabilities on the property we own. As each loan is paid in full, the cash flow of the consolidated companies will be increased and our occupancy cost on the paid-up properties will be accordingly reduced.

### **People Are Our Most Important Asset**

This was the most active year we have ever experienced in the training, education, and realignment of people. As in past years, the development of people continued to occupy top priority. We recognize that in order to move forward, we must stress the preparation of people to accept leadership responsibility in all areas of our business. We continue to develop leadership in depth.

Our personnel development program is constantly undergoing refinements and improvements. This is to make certain that we are doing all that is possible to give our people the opportunity to develop themselves and their capabilities on their present jobs and to prepare them for the responsibilities of advancement.

Our policy is to promote from within our ranks, wherever possible, those people whose performance warrants their advancement. In the past fiscal year there were 725 promotions, the largest number in any one year in our history.

The total number of employees at the close of the 1961 fiscal year reached 9,735, a gain of 1,694. This is almost five times as many as were with the company ten years ago.

A large number of new people have come to us through acquisitions. They are an additional reservoir of human resources, bringing to our company their own experience and enthusiasm which, combined with the qualities of Stop & Shop people, add to the company's growth prospects and bring increased opportunities for all.

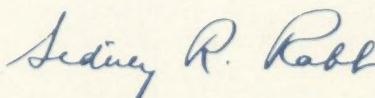
### **Future Progress**

The sound and substantial results of recent years give us a solid foundation for our long-range plans for growth.

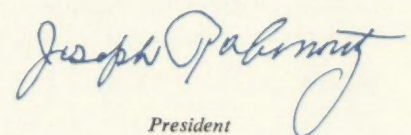
We will not stand still. The company will continue to expand as in the past, while at the same time seeking to continually improve its operations by aggressive merchandising methods, improved expense controls, new and better methods of distribution, and an awareness of new trends and developments.

All forecasts for the year ahead indicate an expansion in general business activity to new high levels, which should have a beneficial effect on the food purchasing potential of the customers we serve.

We gratefully acknowledge the contributions of our splendid group of people. We are proud of the way they have accepted the challenges and opportunities of this past year.



*Chairman of the Board*



*President*



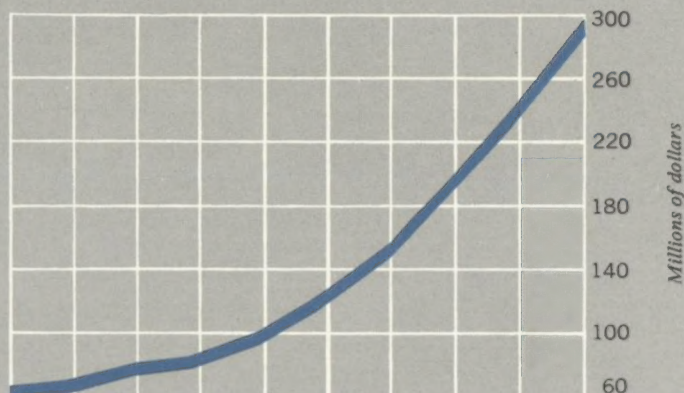
## ■ Ten years of continuous growth

The growth pattern of the company for the past decade is illustrated in these charts. They reflect the greatest ten year period of growth in the history of your company.

### Sales

Ten years' sales results show continuous yearly gains with an increase of more than four times over 1952 fiscal year.

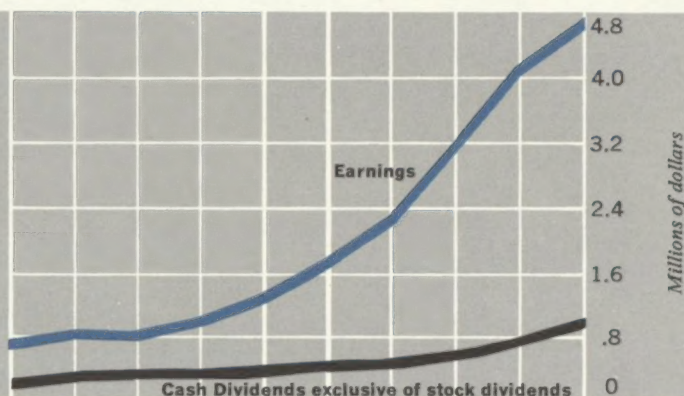
| Years | Total         |
|-------|---------------|
| 1952  | \$ 62,576,777 |
| 1953  | 66,791,894    |
| 1954* | 79,651,017    |
| 1955  | 82,430,337    |
| 1956  | 98,189,345    |
| 1957  | 123,106,279   |
| 1958  | 152,390,084   |
| 1959  | 194,003,143   |
| 1960* | 266,207,295   |
| 1961  | 295,373,211   |



### Earnings and Cash Dividends

Earnings have increased more than six times in the past ten years.

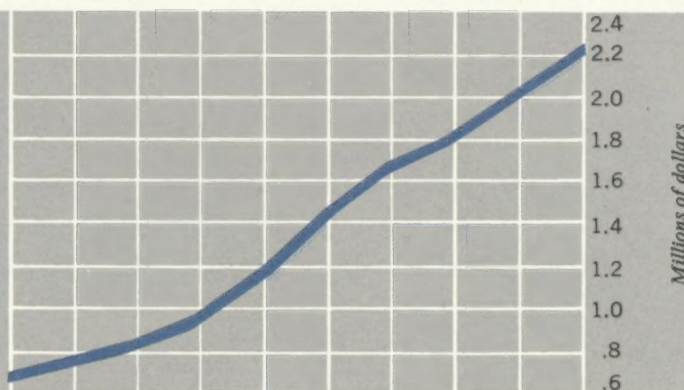
| Years | Earnings   | Cash Dividends |
|-------|------------|----------------|
| 1952  | \$ 749,696 | \$277,600      |
| 1953  | 826,937    | 309,671        |
| 1954* | 802,034    | 333,333        |
| 1955  | 1,003,517  | 350,000        |
| 1956  | 1,349,411  | 398,683        |
| 1957  | 1,721,856  | 448,718        |
| 1958  | 2,269,719  | 465,962        |
| 1959  | 3,096,819  | 592,018        |
| 1960* | 4,281,088  | 764,547        |
| 1961  | 4,645,088  | 977,997        |



### Average Sales per Food Store

Our average annual sales per food store have increased more than threefold over the 1952 fiscal year.

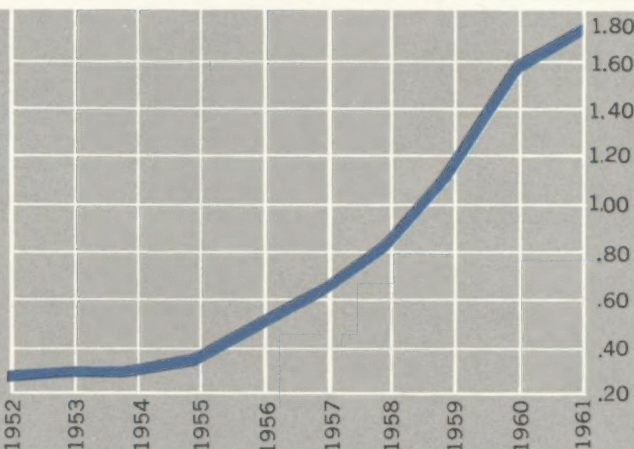
| Years | Total      |
|-------|------------|
| 1952  | \$ 727,600 |
| 1953  | 767,700    |
| 1954* | 865,800    |
| 1955  | 969,800    |
| 1956  | 1,183,000  |
| 1957  | 1,465,600  |
| 1958  | 1,674,600  |
| 1959  | 1,813,100  |
| 1960* | 2,129,900  |
| 1961  | 2,213,000  |



### Earnings per Share\*\*

The past decade has seen the earnings per share increase more than sixfold based on shares outstanding at this time.

| Years | Total  |
|-------|--------|
| 1952  | \$ .28 |
| 1953  | .31    |
| 1954* | .30    |
| 1955  | .37    |
| 1956  | .50    |
| 1957  | .64    |
| 1958  | .84    |
| 1959  | 1.15   |
| 1960* | 1.59   |
| 1961  | 1.73   |



\*53 weeks

\*\*Based upon 2,691,293 shares outstanding 7/1/61

The figures for the 1960 and 1961 fiscal years only reflect the operation of the Tedeschi and Bradlees-Youth Centre stores, acquired in the 1961 fiscal year, under "pooling of interests" principle of accounting.



## ■ Building for future growth through new additions



The stores of our Tedeschi division are designed to give the customer a feeling of luxurious size and airiness brought about by expansive use of color, glass, light and flowers. The many added conveniences offered by these stores are symbolic of the services for which they are noted in their area.

“A blending of the best” was the phrase used to describe the combination of Stop & Shop and the Tedeschi Supermarkets. The Tedeschi chain, with extremely high average sales per store and excellent customer acceptance, was one of the leading smaller food retailers in the country. Located in southeastern Massachusetts they help to widen our coverage in an area where we were previously not well-represented. Large, modern markets, with huge parking areas, the six Tedeschi stores are landmarks in their home communities.







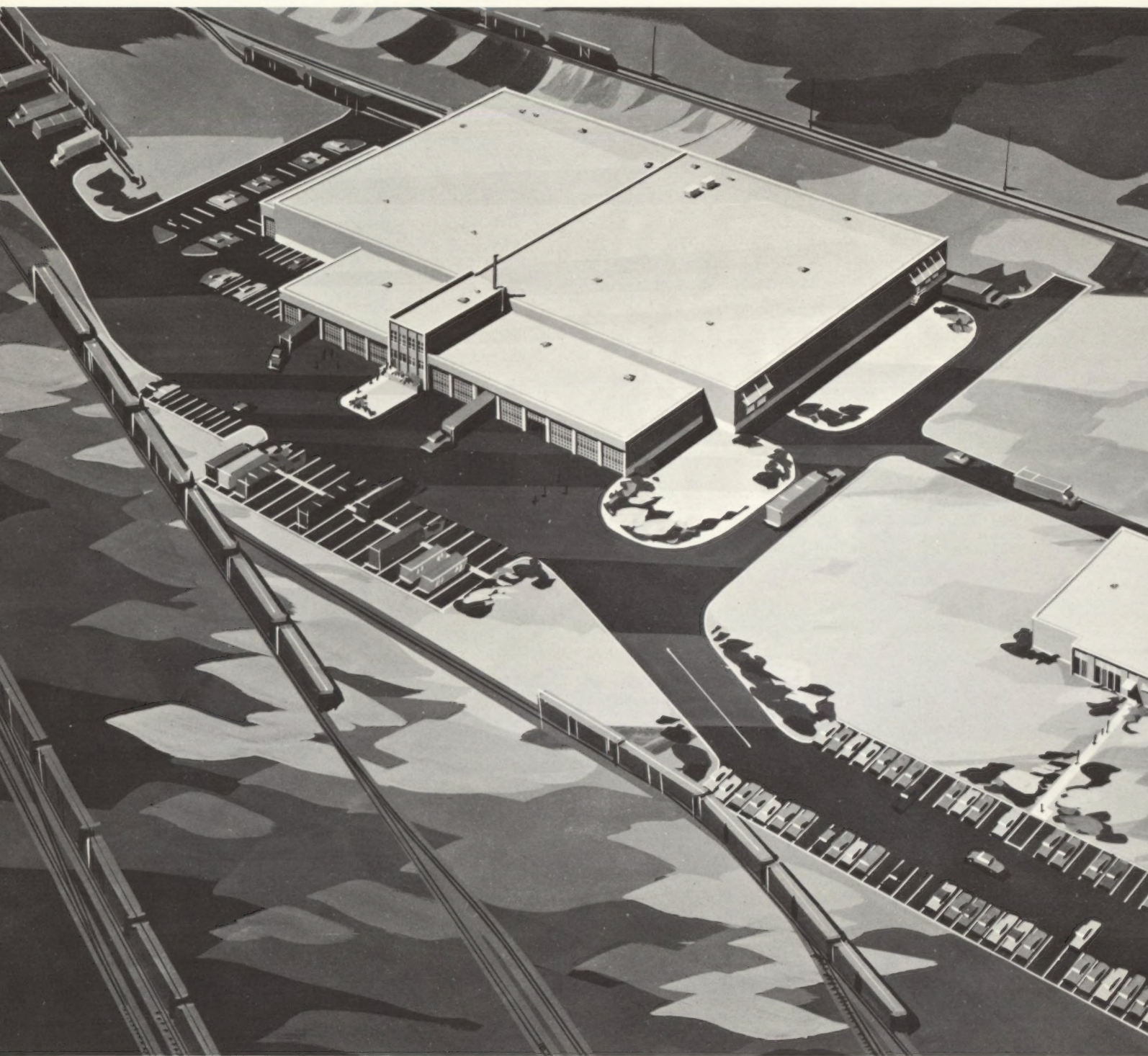
The stores of our Bradlees division are spacious, modern and attractive. Stores of this caliber have contributed to the rapid rise to popularity of the discount-type junior department stores. The children's wear department in our Bradlees stores are operated by Youth Centre. All other departments in the stores are operated by other companies on a lease basis.

A "Retailing Revolution" is the term experts have applied to the rapid rise of the discount junior department store. This type of store, relatively unknown just a few years ago, has become an important factor in retail distribution. The acquisition of the Bradlees and Youth Centre stores, located in the western Massachusetts-Connecticut area gives us an opportunity to strengthen our own business since five Bradlees stores are neighbors of Stop & Shop in shopping centers. Expansion in this low cost method of distribution is already in progress, with other Bradlees stores scheduled for shopping centers in which there will also be a Stop & Shop supermarket.





## ■ Growth requires more service facilities



The new Perishable Distribution Center at North Haven, Connecticut will handle the needs of our rapidly-growing group of stores in the western Massachusetts-Connecticut area. The office building, at lower right, will be occupied by the staff of our Hartford Unit.





Another measure of growth is the rapid expansion of our service facilities. To keep pace with accelerated store expansion, we are adding to our various service facilities.

The increased number of stores that we now operate in western Massachusetts and Connecticut, and the continued expansion that we plan for that area necessitated the construction of a new Perishable Distribution Center for distribution of meats, fish, produce and dairy to stores in our Hartford Unit. The Distribution Center, along with general offices for the Hartford Unit, is being built at North Haven, Connecticut, and is expected to be in operation by the summer of 1962.

When the new Distribution Center is completed, it will give us better quality control and better service for the stores in this area.

Utilizing the most modern processing methods and materials handling equipment, the Distribution Center will be able to handle the present demands of our stores in that area, with additional capacity for expansion in future years.





AND ITS SUBSIDIARIES

# Consolidated Balance Sheet

## ASSETS

|  | 1961                       | 1960                       |
|--|----------------------------|----------------------------|
| <b>Current assets:</b>   |                            |                            |
| Cash . . . . .   | \$ 4,536,981               | \$ 3,493,627               |
| Receivable from mortgagees for construction costs covered<br>by executed mortgage agreements . . . . . | 885,890                    | 202,778                    |
| Accounts receivable, less allowance for doubtful accounts . . . . .                                    | 2,799,974                  | 1,015,560                  |
| Inventories, at the lower of cost or market . . . . .  | 18,605,719                 | 14,346,999                 |
| Prepaid expenses . . . . .   | 442,880                    | 502,067                    |
| Total current assets . . . . .   | <u>27,271,444</u>          | <u>19,561,031</u>          |
| <b>Fixed assets, at cost (excluding fully depreciated assets):</b>                                     |                            |                            |
| Land, buildings and improvements . . . . .   | 42,932,372                 | 36,389,034                 |
| Buildings and improvements on leased land . . . . .  | 4,033,258                  | 3,079,076                  |
| Fixtures, machinery and equipment . . . . .  | 17,929,707                 | 13,580,927                 |
|  | <u>64,895,337</u>          | <u>53,049,037</u>          |
| Less accumulated depreciation and amortization . . . . .   | 11,413,226                 | 8,835,746                  |
|  | <u>53,482,111</u>          | <u>44,213,291</u>          |
| Leasehold improvements, at cost, less accumulated amor-<br>tization . . . . .                          | 2,371,724                  | 1,882,862                  |
| Net fixed assets . . . . .   | <u>55,853,835</u>          | <u>46,096,153</u>          |
| <b>Other assets:</b>   |                            |                            |
| Investments, at cost . . . . .   | 694,900                    | 518,331                    |
| Deferred charges . . . . .   | 222,129                    | 138,000                    |
| Total other assets . . . . .   | <u>917,029</u>             | <u>656,331</u>             |
|  | <u><u>\$84,042,308</u></u> | <u><u>\$66,313,515</u></u> |

See accompanying notes to consolidated financial statements.



# Balance Sheet

(July 1, 1961 with comparative figures as of July 2, 1960) (Note 1)

## LIABILITIES

### Current liabilities:

|   | 1961              | 1960              |
|---|-------------------|-------------------|
| Accounts payable . . . . .  | \$ 9,342,145      | \$ 5,692,264      |
| Accrued expenses . . . . .  | 2,950,616         | 2,782,837         |
| Federal taxes on income, estimated, less U.S. Government<br>Securities \$1,500,000, 1961, \$1,250,000, 1960 . . . . . | 1,413,702         | 1,568,023         |
| Current portion of long-term debt (note 2) . . . . .  | 625,142           | 358,493           |
| Total current liabilities . . . . .   | <u>14,331,605</u> | <u>10,401,617</u> |

|  |         |         |
|--|---------|---------|
| Deferred Federal taxes on income . . . . . | 875,862 | 505,000 |
|--|---------|---------|

### Long-term debt (note 2):

|                                  |                   |                   |
|----------------------------------|-------------------|-------------------|
| Mortgage notes payable . . . . . | 37,755,313        | 28,146,076        |
| Other notes payable . . . . .    | 3,814,070         | 5,399,956         |
| Total long-term debt . . . . .   | <u>41,569,383</u> | <u>33,546,032</u> |

### Stockholders' equity:

|  |                     |                     |
|--|---------------------|---------------------|
| Capital stock of \$1 par value per share. Authorized 4,000,000<br>shares. Issued and outstanding 2,691,293 shares 1961,<br>2,018,953 shares 1960 (notes 1 and 3) . . . . . | 2,691,293           | 2,018,953           |
| Capital in excess of par value of capital stock . . . . .  | 5,160,949           | 5,323,826           |
| Retained earnings, exclusive of amounts capitalized through<br>stock dividends (notes 1 and 2) . . . . .   | 19,413,216          | 14,518,087          |
| Total stockholders' equity . . . . .   | <u>27,265,458</u>   | <u>21,860,866</u>   |
|  | <u>\$84,042,308</u> | <u>\$66,313,515</u> |





## Consolidated Statement of Earnings and Retained Earnings

Year ended July 1, 1961 with comparative figures for the year ended July 2, 1960 (Note 1)

AND ITS SUBSIDIARIES

|  | 1961<br>(52 weeks) | 1960<br>(53 weeks) |
|--|--------------------|--------------------|
| Retail sales . . . . .   | \$295,373,211      | \$239,078,801      |
| Cost and expenses:   |                    |                    |
| Cost of sales, interest on mortgages, operating and adminis-<br>trative expenses . . . . . | 283,422,447        | 228,593,967        |
| Depreciation and amortization . . . . .  | 3,349,143          | 2,558,648          |
|  | <u>286,771,590</u> | <u>231,152,615</u> |
|  | 8,601,621          | 7,926,186          |
| Less interest on borrowings other than mortgages . . . . .                                 | 307,670            | 240,375            |
|  | <u>8,293,951</u>   | <u>7,685,811</u>   |
| Earnings before Federal taxes on income . . . . .  | 3,648,863          | 3,549,768          |
| Federal taxes on income, estimated . . . . .   | <u>4,645,088</u>   | <u>4,136,043</u>   |
| Net earnings . . . . .   | 14,518,087         | 11,146,591         |
| Retained earnings at beginning of year . . . . .   | 19,163,175         | 15,282,634         |
|  | <u>1,228,038</u>   | <u>—</u>           |
| Amount arising from pooling of interests (note 1) . . . . .                                | 20,391,213         | 15,282,634         |
|  | <u>977,997</u>     | <u>764,547</u>     |
| Less cash dividends paid . . . . .   | \$ 19,413,216      | \$ 14,518,087      |
| Retained earnings at end of year . . . . .   |                    |                    |

See accompanying notes to consolidated financial statements.

## Consolidated Statement of Capital in excess of Par Value of Capital Stock

Year ended July 1, 1961 with comparative figures for the year ended July 2, 1960

|  | 1961<br>(52 weeks) | 1960<br>(53 weeks) |
|--|--------------------|--------------------|
| Balance at beginning of year . . . . .   | \$ 5,323,826       | \$ 5,525,296       |
| Add:   |                    |                    |
| Credit resulting from exchange of shares of Stop & Shop, Inc.<br>for all of the capital stock of acquired companies (note 1)   | 194,936            | 1,500              |
| Excess over par value of proceeds from sales of capital stock<br>to employees under the stock option plans . . . . .   | 146,929            | 198,198            |
|  | <u>5,665,691</u>   | <u>5,724,994</u>   |
| Less amount transferred to capital stock account representing par<br>value of shares issued as stock splits on the basis of one<br>additional share for each four shares previously held . . . | 504,742            | 401,168            |
| Balance at end of year . . . . .   | \$ 5,160,949       | \$ 5,323,826       |

See accompanying notes to consolidated financial statements.



# Notes to Consolidated Financial Statements

- (1) During the year ended July 1, 1961 all of the capital stock of the companies forming the Youth Centre and Bradlees stores and Tedeschi supermarkets was received in exchange for 150,800 shares of capital stock of Stop & Shop, Inc. These transactions have been recorded in the accompanying financial statements on the basis of the pooling-of-interests principle of accounting, and accordingly, the statement of earnings and retained earnings includes the results of their operations for the full year ended July 1, 1961.

The comparative figures for 1960 do not include the amounts applicable to these acquisitions. Based on their unaudited interim financial statements, net worth and working capital respectively of these combined acquisitions amounted to \$1,372,354 and \$432,450 at July 2, 1960 and their sales and net earnings respectively for the year ended July 2, 1960 amounted to \$27,128,494 and \$145,045.

- (2) Long-term debt consists of the following obligations:

|   | Due Within<br>One Year | Due After<br>One Year |
|---|------------------------|-----------------------|
| Mortgage notes, 3½% to 6¼%, maturing over a maximum period of twenty years. Although not signed by the company or its subsidiaries, these notes are secured by land, buildings, and improvements costing approximately \$43,900,000 and by assignments of intercompany lease agreements . . . . . | \$625,142              | \$37,755,313          |
| Equipment notes, 4¼% to 5¼%, maturing over a maximum period of three years, secured by assignment of intercompany lease agreements covering equipment costing approximately \$2,600,000 . . . . .   | —                      | 314,070               |
| Promissory notes, 3¾%, payable \$250,000 annually and the balance of \$1,500,000 in 1971 . . . . .  | —                      | 3,500,000             |
|   | <u>\$625,142</u>       | <u>\$41,569,383</u>   |

Current installments under the foregoing indebtedness have been prepaid as follows:

|                                 |                    |
|---------------------------------|--------------------|
| Mortgage notes . . . . .        | \$1,370,236        |
| Equipment notes . . . . .       | 293,086            |
| Promissory notes, 3¾% . . . . . | 250,000            |
|                                 | <u>\$1,913,322</u> |

After June 30, 1962, the mortgage notes mature at an annual rate of approximately \$2,400,000 through 1972 and thereafter at smaller varying amounts through 1982.

The terms of the agreement relating to the unsecured promissory notes, 3¾%, contain restrictions on the payment of cash dividends and the purchase or retirement of the company's capital stock. Consolidated retained earnings not so restricted at July 1, 1961 amounted to approximately \$8,200,000.

- (3) At July 1, 1961, there remained outstanding options granted to 24 officers and employees of the company to purchase 54,385 shares of the company's capital stock at prices ranging from \$8.75 to \$45.37 per share. These options are exercisable over various periods extending to May 18, 1968. In addition 39,374 shares of the company's capital stock were reserved for future option grants. All options have been granted to majority shareholders at 110% of market value on dates of granting and at 95% in the cases of all other participants.

During the current year, options were granted to purchase 2500 shares and options were exercised for 16,798 shares at granting prices ranging from \$8.75 to \$22.35 per share for a total consideration of \$163,727 as compared with the total value of \$770,656 based on quoted market prices on dates of exercise of the options. The number of shares under option at July 1, 1961 and related prices per share have been adjusted for stock dividends and stock splits.

- (4) At July 1, 1961 the total minimum annual fixed rentals, exclusive of inter-company rentals, payable under leases expiring after three years, was approximately \$2,780,000, plus real estate taxes, insurance, etc., under certain leases. Leases covering about 38% of this amount expire within the next fifteen years and the balance by 1982.

Commitments, for completion of construction and renovation of buildings under existing contracts and mortgage note agreements, not reflected in the financial statements at July 1, 1961 amounted to approximately \$5,375,000.

PEAT, MARWICK, MITCHELL & CO.  
ACCOUNTANTS AND AUDITORS  
JOHN HANCOCK BUILDING  
BOSTON 10, MASS.

## The Stockholders

STOP & SHOP, INC.

We have examined the consolidated balance sheet of Stop & Shop, Inc. and its subsidiaries as of July 1, 1961 and the related statements of earnings and retained earnings and capital in excess of par-value of capital stock for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying consolidated balance sheet and consolidated statements of earnings and retained earnings and capital in excess of par-value of capital stock present fairly the financial position of Stop & Shop, Inc. and its subsidiaries at July 1, 1961 and the results of their operations for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

*Peat, Marwick, Mitchell & Co.*

Boston, Mass.

August 25, 1961

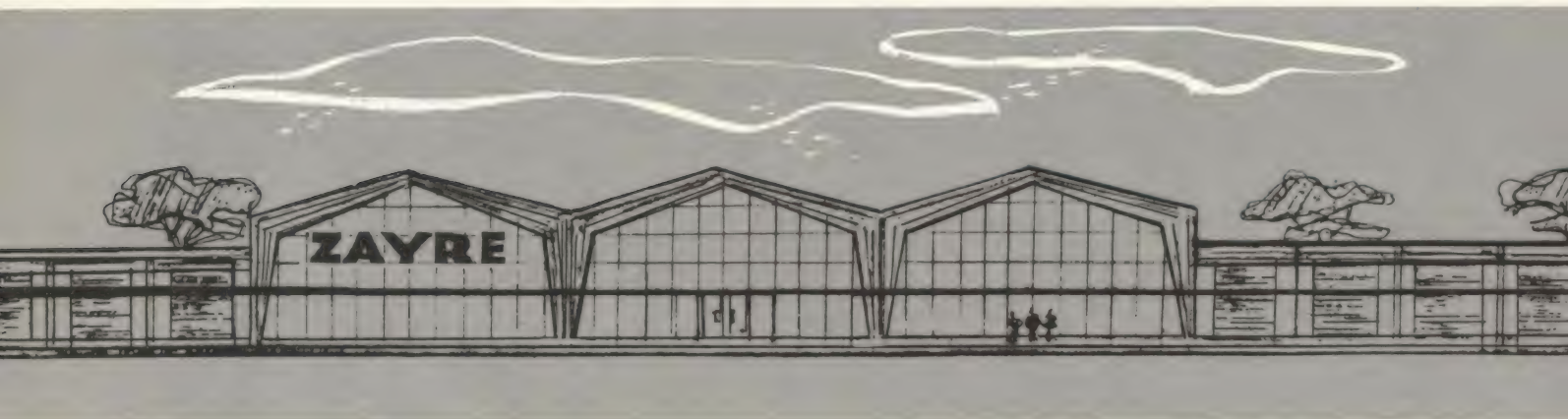




The recently completed Falmouth Shopping Center is a landmark in the Cape Cod area. The largest shopping center on the Cape, it attracts customers from outside the normal Falmouth trading area.

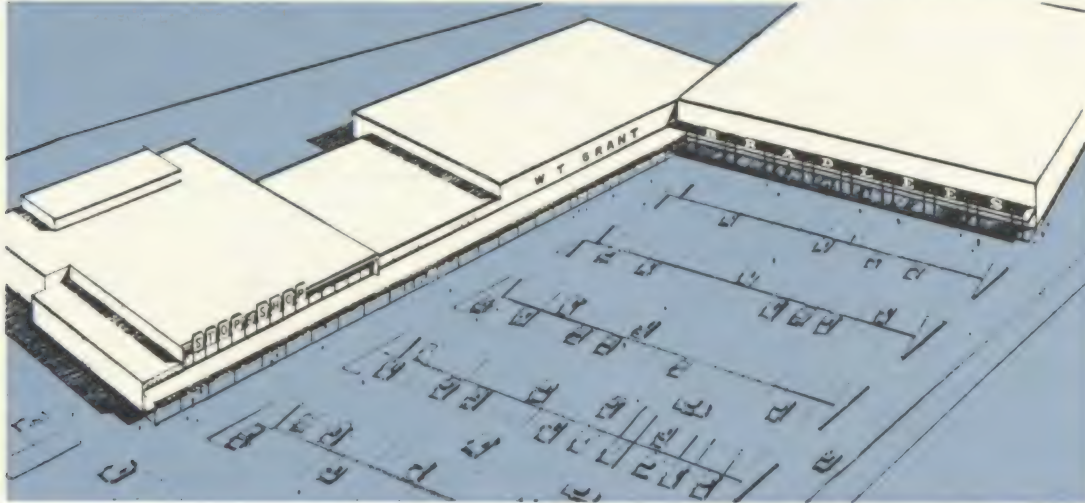
## ■ We are in shopping centers

Under construction at Lowell, Massachusetts is a shopping center which is unique because of its location. It has the advantages of a suburban shopping center but is located in the heart of the city.





Kingsgate at Northampton adds another link to our growing number of stores in western Massachusetts. This shopping center, when completed, will feature both a Stop & Shop Supermarket and a Bradlees store.



In the location of new stores, we have recognized, in many areas, the advantages of becoming part of a shopping center.

The majority of these stores are in centers which have been built by outside developers. However, there are shopping centers in which, through our real estate subsidiaries, we act as developers and builders.

The recently completed Falmouth (Mass.) Shopping Plaza contains several large stores in addition to our own. Not only does it change the shopping habits of the immediate area by becoming the actual shopping "heart" of the town, but as the largest shopping center on Cape Cod, it is an attraction to customers coming from wide distances.

In Lowell, Massachusetts, we are constructing a shopping center which is part of an urban re-development project. Our store will open earlier, but the entire project is expected to be completed by late fall of 1962. It will be unusual in that it will retain all the facilities of a suburban shopping plaza with the added convenience of a downtown, in-the-city location.





## ■ New stores - building for today and for tomorrow

North Providence, Rhode Island



Manchester, Connecticut



Milford, Connecticut





Braintree, Massachusetts



In fiscal 1961, for the second consecutive year we opened 14 new stores. These stores continued the planned pattern of growth, bringing the Stop & Shop name to new areas and strengthening our position in communities where we are already well-known.

While each of our new stores has a distinct personality of its own achieved through interesting architectural treatment and design, any one of them is instantly recognizable as a Stop & Shop supermarket. All have the clean lines, roomy aisles, and colorful presentations of fine quality products that help make each of our stores a pleasant and convenient place in which to shop.

*14 new stores opened in 1961 fiscal year*

Methuen, Mass. • Worcester, Mass. • Marlboro, Mass. • Braintree, Mass. • Holbrook, Mass.  
Haverhill, Mass. • Springfield, Mass. • Northampton, Mass. • Fairfield, Conn. • Milford, Conn.  
Bristol, Conn. • Greenwich, Conn. • Manchester, Conn. • North Providence, R. I.

*Future food stores*

West Hartford, Conn. (2) • Lynn, Mass. (2) • Hartford, Conn. • Lowell, Mass. • Westport, Conn.  
Cohasset, Mass.\* • North Andover, Mass. • West Roxbury, Mass. • Framingham, Mass.\*\* • Green-  
burgh, New York • New Haven, Conn. • Bridgeport, Conn. • Torrington, Conn. • Groton, Mass.  
Concord, N. H. • Raynham, Mass.\*

\*Tedeschi Division    \*\*Relocation, opened since end of fiscal year



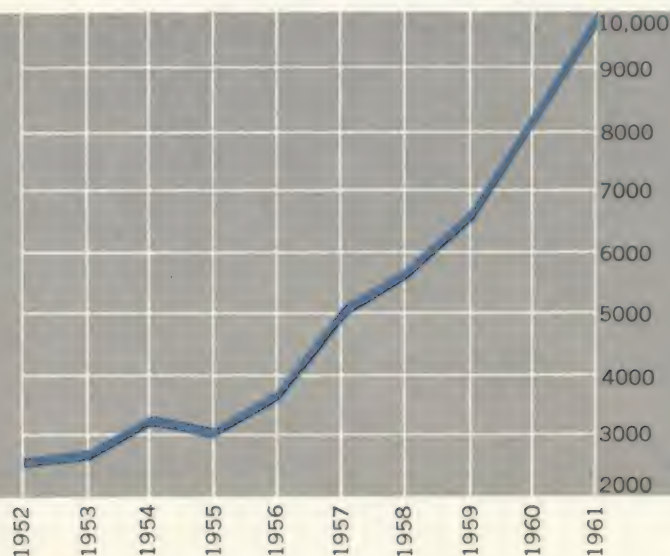
## ■ How our Sales Dollar was distributed



*Note: the last two items together represent the net profit on each dollar of merchandise sold by Stop & Shop in the 1961 fiscal year*

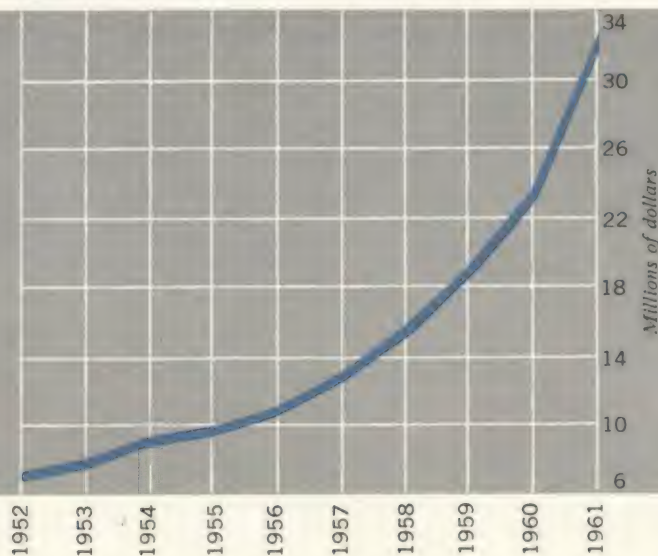
### Employees

The past fiscal year saw the greatest increase in new employees in the history of our company.



### Wages

Wages and salaries in the past fiscal year reached a new high, reflecting both growth in numbers of personnel and increases in hourly rates over the past ten years.





## ■ Helping people to develop themselves



Management Training Courses, held throughout the year, bring our store managers together for seminars and discussions in group dynamics and human relations. These groups are administered by faculty members from Boston University, Massachusetts Institute of Technology, and Harvard.

Leadership in depth is the objective of our personnel development program. We help our people to develop their capabilities not only on their present jobs but so that they will be qualified to assume supervisory and executive positions.

As with winning teams in sports, we are aware that a strong “bench” is essential — the second line of management gives added strength to the first line.

Thus, we are continually searching out and helping to develop promotable people within the company. Our people are encouraged to look beyond their present jobs to the opportunities that lie ahead. To help them achieve this goal, we are constantly refining and improving our personnel development programs.

On-the-job training helps to develop the technical abilities of our people. Supervisors at all levels realize that in order to develop themselves, they must train others to grow and develop.



Training is a continuing process in our warehouses with periodic refresher courses designed to increase the capacities of our people to handle their jobs.





# ■ People are



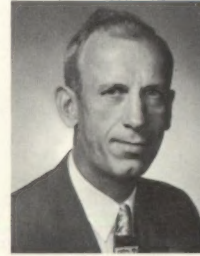
Irving W. Rabb  
Vice President and  
General Manager



Donald A. Gannon  
Executive Vice President



Richard F. Spears  
Vice President, Retailing



Robert H. Kroeger  
Vice President,  
Special Activities



Ralph D. Tedeschi  
Vice President, Stop & Shop, Inc.  
President, Tedeschi Division



Harold E. Fine  
Divisional Vice President,  
Engineering and Construction



Charles R. Carroll, Jr.  
Divisional Vice President,  
Hartford Unit



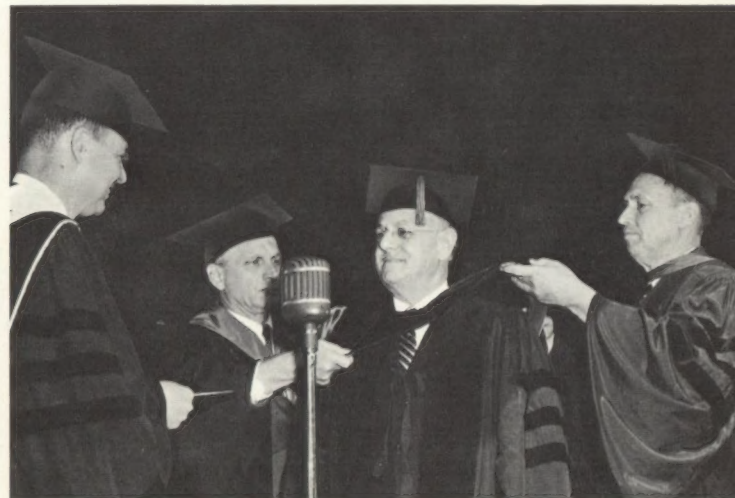
Jack Solomon  
Divisional Vice President,  
Sales

Your company, at all times, emphasizes an important theme — there is no limit to the potential growth of any individual at Stop & Shop who has the vision, the ability, and initiative to accept unlimited challenges and responsibilities. These men who were appointed to new positions in management in the past fiscal year are illustrative of this point. Their experience lends added strength to our management team by contributing to the leadership in depth that is so important to a company such as ours.



Isadore Berson  
Executive Vice President  
and General Manager of  
Bradlees Division

Senior Vice President Norman S. Rabb congratulates Angelina Rosati, of our Cranston, R. I. store. An outstanding checker, Mrs. Rosati represented our company in the Supermarket Institute's Checker of the Year contest in which she was selected as the top checker in the State of Rhode Island and as a finalist in the New England regional competition.





# our most important asset



Members of top management congratulated winners of scholarships offered by our company. This past fiscal year saw an increase in the number of scholarships offered. In order to assist those with the desire and capacity for further education this program is designed to aid individuals in their self development and ultimately to bring greater skill and depth into the company's operation and into the business environment in general. In addition we have scholarships for children of Stop & Shop employees and special scholarships awarded by the National Association of Food Chains for studying at colleges offering courses in food distribution.



The interest Stop & Shop people have expressed in over-all activities was illustrated this past June when honorary degrees were conferred upon three of our executives by New England colleges. Honorary Doctor of Laws degrees were awarded to Chairman of the Board Sidney R. Rabb (photo, facing page) by Tufts University, Executive Vice President Donald A. Gannon (photo, center) by the University of Vermont, and Vice President Ralph D. Tedeschi (photo, right) by Stonehill College. The sentiments expressed in the citation presented to Mr. Rabb were echoed in the citations of Mr. Gannon and Mr. Tedeschi. The citation stated in part: "Your success in the world of business is second only to your response to the needs of the society in which you have worked. Legion are the institutions which have profited by your interest and concern."





## The Stop & Shop Code

*We resolve that in our day-to-day relations  
with people we shall:*

- Deal with each employee fairly and with respect for his human dignity.
- Provide good wages and working conditions and social benefits consistent with current practice in our industry and company earnings.
- Make every effort to insure security of employment.
- Develop employees in accordance with their natural capacities and afford opportunities for advancement based on merit.
- Provide safe and pleasant work environments.
- Conduct fair and just relations with representatives chosen by employee groups.
- Deal cheerfully with customers in providing good values in a wide choice of desirable merchandise.
- Support the advancement of good citizenship and community progress in our areas.
- Work for company growth and profit to insure a fair return to our shareholders.
- Be fair in our dealings with sources of supply and others who serve our company.